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Florida Department of State
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To: Division of Corporations
Fax Number : (850)922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)541-3694
Fax Number : (305)541-3770

Please

FLORIDA PROFIT CORPORATION OR P.A.

five oceans corp.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
FIVE OCEANS CORP.**

ARTICLE I

NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS

The name of the corporation is Five Oceans Corp. The initial principal office and mailing address of the corporation shall be c/o William C. Hearon, One S.E. Third Ave., Suite 3000, Miami, Florida 33131.

ARTICLE II

DURATION

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

ARTICLE III

PURPOSE

The corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or the United States for which corporations may be incorpo-

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This instrument prepared by:
William C. Hearon, Esq.
Florida Bar No. 264660
William C. Hearon, P.A.
One S.E. Third Avenue
Suite 3000
Miami, Florida 33131
(305) 579-9813

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rated under Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE IV

POWERS

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

William C. Hearon, Esq.
One S.E. Third Avenue, Suite 3000
Miami, Florida 33131

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is One S.E. Third Avenue, Suite 3000, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is William C. Hearon, Esq.

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ARTICLE VIII
INITIAL DIRECTOR

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The initial director of this corporation shall be:

William C. Hearon, One S.E. Third Avenue, Suite 3000, Miami, Florida 33131

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 20th day of August, 1999.

William C. Hearon
William C. Hearon

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above corporation at the place designated in the Articles of Incorporation, I hereby accept this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that we may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VII of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 20th day of August, 1999.

William C. Hearon
William C. Hearon

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